

1 Q. Yes.

2 A. I don't recall.

3 MR. WEBER: I'd like to have this
4 marked as Moir Exhibit 3. It is a one-page
5 letter dated June 23, 1992, with the Bates stamp
6 AM 132863.

7 (Moir Exhibit No. 3 was
8 marked for identification.)

9 BY MR. WEBER:

10 Q. Do you recognize this letter?

11 A. Yes.

12 Q. Is this referring to U.S. Cellular's
13 reselling in the market?

14 A. It must, yes.

15 Q. To your knowledge is Kari Jordan a U.S.
16 Cellular employee?

17 A. Yes.

18 Q. Can you recall if you had any follow-up
19 to this letter?

20 A. I don't recall.

21 Q. Do you know if Mr. Lokting ever
22 contacted Ms. Jordan?

23 A. Concerning this request, her request?

24 Q. Yes, sir.

25 A. I think there may have been a letter

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1111 14th ST., N.W., 4th FLOOR / WASHINGTON, D.C., 20005

1 generated from David Lokting.

2 Q. Can you recall if you ever spoke to her
3 after this letter was sent regarding the matters
4 in this letter?

5 A. No.

6 Q. Did there come a time when Ellis
7 Thompson Corporation purchased U.S. Cellular
8 subscribers that were being resold in the market?

9 A. Yes.

10 Q. Did you play any role in those
11 negotiations?

12 A. I talked with a gentleman by the name
13 of Dan Croft along with David Watson.

14 Q. Is Dan Croft a U.S. Cellular employee?

15 A. I think so, yes.

16 Q. And what did you talk to Mr. Croft
17 about?

18 A. About the purchase price for the
19 subscribers.

20 Q. And what was said about the purchase
21 price?

22 A. Most of the conversation was between
23 David Watson and Dan as far as negotiating the
24 value of the customer.

25 Q. To your knowledge did Mr. Thompson have

1 to approve of the purchase price?

2 A. I would assume so.

3 Q. But you don't have direct knowledge?

4 A. No.

5 Q. Did you ever have any contact with
6 Mr. Thompson about the purchasing of the U.S.
7 Cellular subscribers?

8 A. No.

9 Q. Can you recall if you had any contact
10 with Mr. Thompson after the subscribers were
11 purchased?

12 A. No.

13 Q. Can you recall if you ever wrote to
14 Mr. Thompson regarding the purchase of the U.S.
15 Cellular subscribers?

16 A. No.

17 MR. WEBER: I would like to have this
18 marked as Moir Exhibit 4. It is a one-page
19 letter dated June 2, 1993, with the Bates stamp
20 AM 143810.

21 (Moir Exhibit No. 4 was
22 marked for identification.)

23 BY MR. WEBER:

24 Q. Do you recognize this letter, sir?

25 A. Yes.

1 Q. Did you send this letter?

2 A. Yes.

3 Q. Can you tell me the purpose of this
4 letter?

5 A. To inform Mr. Thompson of the
6 transaction and basically the state of the
7 business at that time.

8 Q. Were you instructed by anybody to send
9 a letter such as this?

10 A. I think I had a discussion with David
11 Watson about this.

12 Q. And what did he tell you?

13 A. He didn't really instruct me to do
14 anything. We just discussed the situation, just
15 the state of the business in Atlantic City.

16 Q. Can you recall if there was ever any
17 follow-up to this letter?

18 A. What kind of follow-up?

19 Q. Did you have any further discussions
20 with Mr. Thompson about the matters in this
21 letter?

22 A. No. The critical stage involving the
23 customers would have been right at the date of
24 transfer and the potential losses involved and
25 that type of thing, I don't think we followed

1 up.

2 Q. What were the different departments
3 that reported to you as general manager?

4 A. The sales and marketing department, the
5 finance department, the customer service
6 department, and the human resource department.

7 Q. Did you ever have any discussions with
8 the department heads of these various departments
9 about the differences between the Atlantic City
10 market and other Comcast markets, meaning that
11 Mr. Thompson was the owner of the market and he
12 would have to clear or approve of certain
13 transactions?

14 A. I'm sure that I did.

15 Q. You don't recall any specific
16 discussions?

17 A. No.

18 Q. Did you have any input into
19 establishing budgets for the Atlantic City
20 system?

21 A. Budgets via how many customers we
22 projected to obtain, that type of budget?

23 Q. Yes, sir.

24 A. Yes.

25 Q. Your input was essentially, though,

1 determining how many customers there would be in
2 the market?

3 A. Correct.

4 Q. Did you have any input into determining
5 how much money the budget would need to have or
6 how much money the budget would spend or the
7 system would spend?

8 A. It was pretty much an automatic
9 determination via the allocation expense process
10 out of the Wilmington office, the different
11 departments were allocated to the Atlantic City
12 market based on population.

13 MR. WEBER: Thank you, sir. That's all
14 the questions I have.

15 MR. GURMAN: I have no questions.

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(Thereupon, at 10:50 a.m., the taking
of the instant deposition ceased.)

Charles R. Main

Signature of the Witness

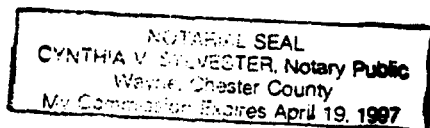
SUBSCRIBED AND SWORN to before me this 27th
day of

June, 1995

Cynthia V. Sylvester

NOTARY PUBLIC

My Commission Expires



New With limits 4/17/92

*non budget 25,000
reimb. 100,000*

ELLIS THOMPSON CORPORATION

POLICY STATEMENT

POLICY NO: 200ETC

DATE ISSUED: December 18, 1989

PAGE: 1 of 3

SUBJECT: CAPITAL AND EXPENSE APPROVAL GUIDELINES AND REQUIREMENTS

OBJECTIVE

This policy provides the guidelines for the approval process for all spending.

SCOPE

This statement applies to Ellis Thompson Corporation.

POLICY

Capital and Expense spending approval limits are set according to the type of spending (See attached matrix).

Purchase orders are required for all Capital items and for the following specific expense items over \$500: Professional Fees, Contract Labor and other Contracts, any Maintenance Materials, Donations and Employee activities (See separate guidelines for use of purchase orders).

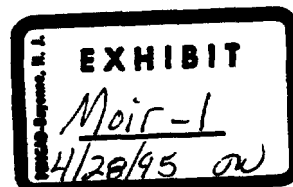
All Capital requisitions must be submitted with Budget approval.

All Out-of-Budget Capital requisitions must be approved by Ellis Thompson.

Travel & Entertainment Expenses

Department Heads must sign T&Es for their department. General Manager will sign T&Es for Department Heads. Corporate Vice President of Finance or Corporate President will sign T&Es for General Manager.

The attached matrix gives minimum approval requirements only. General Manager may require additional approvals at his discretion.



AM 141418

POLICY STATEMENT

POLICY NO: 200ETC

SUBJECT: CAPITAL AND EXPENSE APPROVAL GUIDELINES AND REQUIREMENTS

PAGE 2 OF 3

**ELLIS THOMPSON CORPORATION
MINIMUM APPROVAL REQUIREMENTS**

<u>AMOUNT</u>	<u>REQUISITIONS FOR SPECIFIC EXPENSES</u>	<u>CAPITAL EXPENSES</u>
\$1 - \$ 499	Department Head; and GM or Controller	N/A
\$500 - \$5,000	Department Head; and GM	Division Director; Engineering; and Comcast Corporate VP of Engineering
\$5,001 - \$25,000	Department Head; GM; Comcast Corporate Department Head; Comcast Corporate VP of Finance; and Ellis Thompson	Division Director; Engineering; Comcast Corporate VP of Engineering; Comcast Corporate President; and Ellis Thompson
\$25,001 - \$100,000	Department Head; GM; Comcast Corporate Department Head; Comcast Corporate VP of Finance; Comcast Corporate President; and Ellis Thompson	Division Director; Engineering; Comcast Corporate VP of Engineering; Comcast Corporate Engineering; Comcast Corporate President; and Ellis Thompson

*In the absence of a Signatory because of illness, vacation or some other unforeseen event, the next higher level must approve the request.

Check Signing

All checks in excess of \$5,000 must bear the signature of Ellis Thompson. (Exceptions - See Next Page) ??

All checks in excess of \$1,000 must bear the signature of Comcast Corporate Vice President of Finance (Exceptions - See Next Page).

POLICY STATEMENT

POLICY NO. 200ETC

SUBJECT: CAPITAL AND EXPENSE APPROVAL GUIDELINES AND REQUIREMENTS

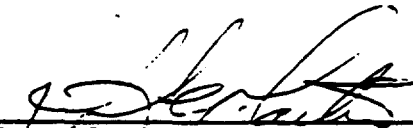
PAGE 3 OF 3

Checking Signing Exceptions

The following is a list of recurring expenses which require the signature of: Ellis Thompson for amounts \$25,000 and over, and Comcast Corporate Vice President of Finance for amounts \$5,000 and over:§

<u>Type</u>	<u>Description</u>
Roamer Payable	Amounts payable to other Cellular carriers for usage of their system by Ellis Thompson Subscribers (Per Contract).
Agent Commissions, Residuals, Co-Op, and Incentives	Amounts payable to agents for subscribers added to the Ellis Thompson system (Per Contract).
Cell Site Phone, Electric, Rent	
Office Phone, Electric, Rent	
NJ State Sales Federal Excise Tax	Taxes collected from subscribers in accordance with State law.
Inventory Purchases	Purchase of telephones for sale to new subscribers.

COMCAST CORPORATE



President

JAN 24 1990
(Date Approved)



Vice President & Controller

JAN 22 1990
(Date Approved)

ELLIS THOMPSON CORPORATION



Ellis Thompson

JAN 19 1990
(Date Approved)



TO: Charles Moir
Jim Burns

DATE: October 2, 1991

FROM: Brian Gibbons *BMG*

COPIES TO: Joe Grenuk
Anna Hillman

SUBJECT: Atlantic City-Ultra Plan

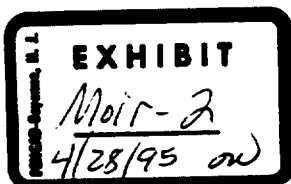
As we've previously discussed, effective October 1, 1991 Atlantic City's Ultra Plan(\$120 per account, .39 peak and .24 off-peak) must be limited to 150 mobile phones per business account. The following requirements remain in effect:

- * The Company receives a consolidated corporate account invoice,
- * All invoices are standard paper billing format,
- * Each invoice details itemized usage by mobile number,
- * The Company is responsible for payment of the invoice.

Please communicate this to your sales staff as soon as possible. The 150 mobile phone limitation will be added to the collateral the next time the rate plan brochure is printed.

If you have any questions, please call me immediately.
Thank you very much.

Brian
This should be pre-approved
by Jeff & David. They will
be meeting with us (hopefully)
so we can review the book & meet
and rate plan pricing (as we
discuss change budgets)
→ How David advised us that
we had stopped the Ultra
Promo.



AM 143908



June 23, 1992

Kari Jordan, Region Manager
Northeast Region
46 So. River Road
Bedford, NH 03110-2113

Ms. Jordan,

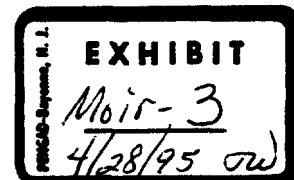
Reference your letter dated June 8, 1992. Any change, regarding the terms and conditions and/or reseller rates, to the existing Wholesale Cellular Radio Service Agreement between your company and the Ellis Thompson Corporation must be approved and authorized by the Ellis Thompson Corporation. I have advised David Lokting of your request and expect that he will respond accordingly.

If I can be of further help in this matter, please don't hesitate to call.

Sincerely,

Charles R. Moir
General Manager

cc: Don Harris
Anna Hillman
David Lokting



COMCAST

Boulden Interchange Park
18 Boulden Circle, Suite 24
New Castle, Delaware 19720
(302) 328-4400
FAX (302) 328-6060

June 2, 1993

Mr. Ellis Thompson
c/o Mr. David Lokting
209 S.W. Oak Street
Suite 500
Portland, Oregon 97204

Dear Mr. Thompson:

In regard to our recent purchase of the US Cellular subscriber base in Atlantic City, I'd like to update you on how the transition went. Considering the number of customers involved and the relative short time frame to complete the transition, I feel the results are very positive.

As you are aware, approximately 2200 customers were converted. The most challenging pieces were in communicating to the customers what was happening to them, why it was happening, and the impact of changing rate plans and billing parameters.

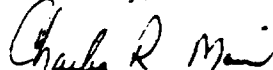
US Cellular customers were originally billed from the 16th of the month through the 15th. They have been transitioned to a cycle that runs from the 7th thru the 6th. Their final bill from US Cellular included airtime from March 7th thru April 6th and credited monthly service (billed in advance), from April 7th to April 15th.

The first attached letter was sent by US Cellular to their customers around the 7th of April. The 2nd attached letter was sent by Cellular One on the 14th of April.

As of the 28th of May, all customers have been transitioned to Cellular One with only 30 voluntary deactivations to date. The positive communication and coordinated efforts between US Cellular and Cellular One were instrumental in insuring a successful project.

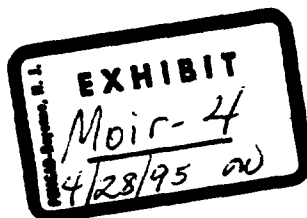
Please don't hesitate to call me directly with questions and/or concerns regarding the transition.

Yours truly,


Charles R. Moir
General Manager

CRM/bmp

cc: Jeff Smith
David Watson



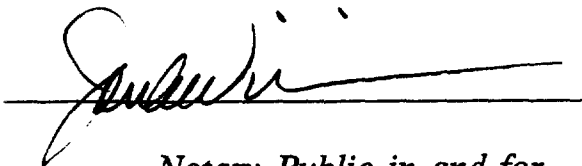
AM 143810

CERTIFICATE OF REPORTER

UNITED STATES OF AMERICA) ss.:

DISTRICT OF COLUMBIA)

I, JAN A. WILLIAMS, the officer before whom the foregoing deposition was taken, do hereby certify that the witness whose testimony appears in the foregoing deposition was duly sworn by me; that the testimony of said witness was taken by me to the best of my ability and thereafter reduced to typewriting under my direction; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this deposition was taken, and further that I am not a relative or employee of any attorney or counsel employed by the parties thereto, nor financially or otherwise interested in the outcome of the action.



*Notary Public in and for
the District of Columbia*

My commission expires: 03-31-97